



Listing of 14,129,866 registered shares with a nominal value of CHF 10.00 each

Issuer	USI Group Holdings AG (the " Company "), Bahnhofstrasse 106, 8001 Zurich, Switzerland
Legal basis	On 20 June 2013 the annual general meeting of the Company resolved, among other things, on (a) a reduction of the nominal value of each share from CHF 68.85 to CHF 10.00 and (b) a simultaneous ordinary share capital increase by up to CHF 141,298,660.00 through the issuance of up to 14,129,866 new registered shares with a nominal value of CHF 10.00 each, and authorized the board of directors to determine the definitive number of registered shares to be issued. In connection with the ordinary capital increase, the annual general meeting of the Company resolved to withdraw the subscription rights of the shareholders, and to allocate them to (i) the holder of all shares in <i>Goldlink United Ltd</i> (BVI), which are contributed into the Company as a contribution in kind pursuant to a reverse acquisition transaction, and (ii) the holders of certain mandatorily convertible notes, which are converted into shares of the Company. Based on the resolutions adopted at the annual general meeting 2013, the board of directors resolved on 12/16 September 2013 to issue 14,129,866 new registered shares.
Listing	<p>The registered shares of the Company have been listed on the SIX Swiss Exchange pursuant to the Standard for Real Estate Companies.</p> <p>Application has been made and granted for a change of the listing standard for all outstanding registered shares of USI Group Holdings AG, from the Standard for Real Estate Companies to the Main Standard of SIX Swiss Exchange.</p> <p>Application has been made and granted for the listing pursuant to the Main Standard and admission to trading on the SIX Swiss Exchange of the 14,129,866 new shares as of 18 September 2013.</p>
Dividend rights	The new shares are entitled to dividends and other distributions resolved on or after the first day of trading.
Form of shares	The registered shares of the Company are issued in the form of uncertificated securities (<i>Wertrechte</i>) within the meaning of Article 973c of the Swiss Code of Obligations and are maintained as intermediary-held securities (<i>Bucheffekten</i>) within the meaning of the Swiss Federal

Intermediary-Held Securities Act.

Shareholders are not entitled to request the printing and delivery of share certificates. A shareholder may, however, at any time request from the Company a document evidencing its shareholding.

Security number 227,101

ISIN CH0002271010

Ticker symbol USIN

Only the prospectus dated 16 September 2013 shall be relevant for the listing of the new shares. The prospectus may be obtained free of charge from Bär & Karrer AG, Brandschenkestrasse 90, CH-8027 Zurich, Switzerland, or from RP&C International Inc., 31a St James's Square, London SW1Y 4JR, United Kingdom.

This listing notice does not constitute an issue prospectus (*Emissionsprospekt*) within the meaning of articles 652a and/or 1156 of the Swiss Code of Obligations.

Zurich, 17 September 2013

USI Group Holdings AG